STATE OF MICHIGAN

COURT OF APPEALS

WOODRIDGE HILLS ASSOCIATION, Plaintiff-Appellant,	UNPUBLISHED December 20, 2011
v	No. 300193 Wayne Circuit Court
DOUGLAS WALTER WILLIAMS and D.W. WILLIAMS, LLC, Defendants-Appellees.	LC No. 10-005261-CK

Before: MURPHY, C.J., and JANSEN and OWENS, JJ.

PER CURIAM.

Plaintiff appeals as of right the trial court's order granting summary disposition in favor of defendants in this action involving questions regarding fraudulent conveyances, successor liability, piercing the corporate veil, and the impact of a pending bankruptcy case. We conclude that the trial court erred in granting summary disposition in favor of defendants and that all of plaintiff's claims are ripe and appropriate for litigation in a Michigan state court. Accordingly, we reverse and remand for further proceedings.

Defendant Douglas Williams ("Williams") was the sole shareholder in Redford Roofing & Construction Company, Inc. ("Redford"). Williams was the president of Redford and its sole officer. Williams has a residential builder and alterations' license, and Redford operated under the license. Redford entered into a contract with plaintiff to replace all of the roofs on plaintiff's condominium units. The project was completed, but plaintiff filed suit against Redford, alleging that Redford breached the contract by performing shoddy, substandard work. On May 29, 2009, the Livingston Circuit Court entered a judgment in favor of plaintiff and against Redford in the amount of $182,975. Plaintiff's attempts to collect on the judgment were unsuccessful.

In its complaint in this case, plaintiff alleged that Williams transferred all of Redford's cash assets from Citizens Bank to a new account at Comerica Bank to avoid a writ of garnishment, that Williams began declining work projects for Redford in August/September 2009, and that Williams "exercised dominion and control over the assets, accounts receivable, business opportunities, and goodwill of Redford . . . so as to cause it to become insolvent." Plaintiff further alleged that Williams diverted Redford's tangible and intangible assets to himself and insiders, including family members, and that he ignored and failed to pay creditors before divesting Redford of its assets. On October 29, 2009, Redford filed for bankruptcy

protection under title 11 of the United States Code, the Bankruptcy Code, and specifically chapter 7, 11 USC 701 *et seq.* Plaintiff asserted that Williams personally took cash distributions from Redford prior to the bankruptcy filing.

In March 2010, Williams created defendant D.W. Williams, LLC ("DWW"), in which Williams was the sole member and officer. DWW was operated, as was Redford, out of an office at Williams' house. Plaintiff alleged, and Williams essentially conceded in a bankruptcy-related deposition, that Williams continued operating a construction and roofing business under DWW. Plaintiff alleged that DWW is using Redford's assets, accounts receivables, business opportunities, and goodwill to conduct its own business and that Williams has sole dominion and control over these tangible and intangible assets.

In count I of plaintiff's complaint, it alleged that Williams violated the Business Corporation Act (BCA), MCL 450.1101 *et seq*. More specifically, plaintiff contended that Williams, as a Redford director, violated MCL 450.2551 by improperly distributing Redford's assets and that Williams, as Redford's shareholder, also violated MCL 450.1855a by making improper distributions of Redford's assets to himself before providing for Redford's debts, obligations, and liabilities. Plaintiff also alleged in count I that Williams improperly diverted Redford's business opportunities to DWW for the purpose of avoiding plaintiff's judgment, that Williams failed to operate Redford as a separate legal entity, that he used Redford's cash assets to pay his own bills and those of family members, and that he was currently using DWW's cash assets to cover personal and family member bills. The BCA count also contained an allegation that provided, "[Plaintiff] is entitled to pierce the corporation veil and hold Williams personally liable for Plaintiff's money judgment against Redford[.]" The prayer for relief as to count I sought to hold Williams and DWW jointly and severally liable for the judgment procured by plaintiff in the action against Redford.

In count II of the complaint, plaintiff alleged breach of fiduciary duty, asserting that Williams, as a director and officer of Redford, was a fiduciary to plaintiff because plaintiff was Redford's creditor. Plaintiff alleged that Williams breached his fiduciary duties to plaintiff, causing damages. The prayer for relief with respect to count II sought to hold Williams and DWW jointly and severally liable for the $182,975 judgment.

Finally, in count III, plaintiff alleged fraudulent conveyances pursuant to MCL 566.34 and MCL 566.35,[1] maintaining that Williams conveyed Redford's tangible and intangible assets to himself with the intent to hinder, delay, and defraud plaintiff, that Williams used Redford's cash assets to pay his personal bills and the bills of family members, and that the diversion of assets upon Williams becoming aware of plaintiff's claims against Redford constituted fraudulent conveyances. The prayer for relief with respect to count III sought, once again, to hold Williams and DWW jointly and severally liable for the judgment rendered against Redford.

[1] These statutory provisions are found in the Uniform Fraudulent Transfer Act (UFTA), MCL 566.31 *et seq.*

There is no specific count in the complaint addressing successor liability, which plaintiff acknowledges; however, plaintiff argues that the common allegations touched on above served to sufficiently plead a successor liability claim.

The trial court subsequently granted summary disposition in favor of defendants. The court first stated that it was dismissing the claims against DWW because it "was not even in existence at the time this roofing job was done." The trial court then indicated that plaintiff's contract was with Redford and not Williams personally. The court also ruled that plaintiff lacked standing to sue DWW. Defendants had also argued, in part, that summary disposition was proper as plaintiff's claims were not ripe until completion of Redford's bankruptcy. The trial court did not reach that issue. At oral argument before this Court, counsel for the parties agreed that the bankruptcy case remained open. Plaintiff's counsel indicated that plaintiff had repeatedly urged the bankruptcy trustee to commence adversarial proceedings on the basis of fraudulent transfers; however, the trustee declined. According to plaintiff's counsel, the statute of limitations that governs the trustee on a fraudulent conveyance claim has now expired.

On appeal, plaintiff argues that the trial court improperly dismissed its successor liability claim brought against DWW. Next, plaintiff, pointing to the BCA count (count I) in which it stated that it was entitled to pierce the corporate veil, contends that Williams used Redford as his alter ego to cause unjust injury or loss and that Williams was now using DWW as his alter ego. Accordingly, the trial court erred in dismissing the count. Plaintiff states that, to the extent that the allegations in the complaint were insufficient to support an alter-ego or piercing-the-corporate-veil theory, it should be permitted to amend its complaint under MCR 2.116(I)(5). Finally, plaintiff argues on appeal that the successor liability claim, as well as the claim predicated on the theory of piercing the corporate veil, were ripe for review. Plaintiff "concedes that its fraudulent conveyance claims were barred by Redford's bankruptcy action for the reasons stated in *RDM Holdings, Ltd v Continental Plastics Co*, 281 Mich App 678; 762 NW2d 529 (2008)."

Initially, we note that, prior to the bankruptcy filing, plaintiff apparently did not attempt to avail itself in the suit against Redford of the various mechanisms under the proceedings supplementary to judgment act (PSJA), MCL 600.6101 *et seq*., relative to property transfers. See *Green v Ziegelman*, 282 Mich App 292, 297; 767 NW2d 660 (2009). The PSJA addresses such matters as transfers of the judgment debtor's property, MCL 600.6116, transfers of the judgment debtor's property held by third parties, MCL 600.6119 and MCL 600.6122, and fraudulent transfers, MCL 600.6134.

We hold that the trial court's findings in support of summary disposition, i.e., that DWW was not in existence when the roofing job was completed and that Williams was not a party to the roofing contract, have absolutely no relevance to fraudulent conveyance, successor liability, and alter-ego claims. Successor liability principles developed specifically to create liability where a successor corporation would ordinarily not be liable because it was not in existence or played no role relative to the underlying wrong. Similarly, piercing-the-corporate-veil and alter-ego theories developed specifically to create liability where a person associated with a corporation would ordinarily not be liable for actions of the corporation because, for example, he or she was not personally a party to a corporation contract.

Although plaintiff believes that its fraudulent conveyance claim is barred in light of the bankruptcy action, we choose to address the topic of fraudulent conveyances because proper resolution of this case requires us to confront the issue whether the state court is an appropriate forum with respect to fraudulent conveyance claims where a bankruptcy case is merely pending, regardless of plaintiff's concession that, in our view, is legally inaccurate. In *RDM Holdings*, which was a case that dealt with the question of whether completed bankruptcy proceedings implicated the doctrine of res judicata relative to a subsequent state court action, this Court, discussing fraudulent conveyances, stated:

> 28 USC 157(b)(1) provides that "[b]ankruptcy judges may hear and determine all cases under title 11 and all core proceedings arising under title 11, or arising in a case under title 11, . . . and may enter appropriate orders and judgments[.]" Core proceedings under the Bankruptcy Code include "proceedings to determine, avoid, or recover fraudulent conveyances[.]" 28 USC 157(b)(2)(H). Therefore, a claim under the UFTA would constitute a core proceeding in bankruptcy, allowing the bankruptcy court to render a ruling on a fraudulent conveyance claim. *In re Bliss Technologies, Inc*, 307 BR 598, 604-605 (ED Mich, 2004). . . .
>
> In general, a trustee represents the estate of the debtor, 11 USC 323(a), and he or she has the capacity to sue others or to be sued, 11 USC 323(b). Under 11 USC 544(b)(1), a "trustee may avoid any transfer of an interest of the debtor in property or any obligation incurred by the debtor that is voidable under applicable law by a creditor holding an unsecured claim . . . ." This section has been coined a strong-arm provision that allows a trustee to step into the shoes of a creditor in an effort to nullify transfers that are voidable pursuant to state fraudulent conveyance acts for the purpose of benefiting all the debtor's creditors. *In re Fordu*, 201 F3d 693, 698 n 3 (CA 6, 1999); *Nat'l Labor Relations Bd v Martin Arsham Sewing Co*, 873 F2d 884, 887 (CA 6, 1989), mod on reh on other grounds, 882 F2d 216 (CA 6, 1989); *In re Forbes*, 372 BR 321, 330 (CA 6, 2007); *In re Harlin*, 321 BR 836, 838 n 2 (ED Mich, 2005); *Bliss Technologies, supra* at 604. Additionally, 11 USC 548(a)(1) provides a trustee with a mechanism to avoid fraudulent transfers of a debtor's interest without reliance on particular state law, where the statute itself sets forth criteria for determining whether a transfer is fraudulent and can be avoided. See *Donell v Kowell*, 533 F3d 762, 776 n 7 (CA 9, 2008) (11 USC 548 is viewed as the federal fraudulent transfer provision, whereas 11 USC 544[b] authorizes fraudulent transfer actions by the trustee under, in part, applicable state law). 11 USC 550 addresses the liability of a transferee when a transfer of property has been avoided. Accordingly, a trustee has the authority to pursue fraudulent conveyance actions. [*RDM Holdings*, 281 Mich App at 698-699.]

There can be no dispute that a bankruptcy trustee, standing in the shoes of and representing a debtor, here Redford, can commence adversarial proceedings in bankruptcy on the basis of fraudulent conveyances. In the case at bar, the trustee apparently chose not to engage in any bankruptcy litigation concerning fraudulent conveyances despite plaintiff's pleas, and plaintiff filed this state court action, resulting in two open and pending cases – the bankruptcy case and this case. In that posture, one of the questions that immediately comes to the forefront

regards jurisdiction. 28 USC 1334(b) provides that "the district courts shall have original but not exclusive jurisdiction of all civil proceedings arising under title 11 or arising in or related to a case under title 11."[2] A civil proceeding by a bankruptcy trustee to void a fraudulent conveyance clearly arises under title 11 for purposes of the jurisdictional language in 28 USC 1334(b). *Carlton v Baww, Inc*, 751 F2d 781, 787 (CA 5, 1985); *Rahl v Bande*, 316 BR 127, 132 (SD NY, 2004) (bankruptcy court had jurisdiction under 28 USC 1334[b] over state law fraudulent transfer claim predicated on 11 USC 544[b], where the claim arose under title 11). Under 28 USC 1334(b), a fraudulent conveyance action is not subject to the exclusive jurisdiction of a bankruptcy court, and a state court suit commenced on the basis of a fraudulent conveyance is permissible where the bankruptcy court expressly refrains from acting on the claim. *Hopkins v Plant Insulation Co*, 349 BR 805, 809-812 (ND Cal, 2006). While a state court lacks the authority to overrule a federal bankruptcy court and infringe on its original jurisdiction, the state court nonetheless generally has jurisdiction over state-law fraudulent conveyance actions regardless of whether any federal statute vests the state court with jurisdiction. *Id.* at 811 ("state courts retain concurrent jurisdiction over claims brought pursuant to 11 USC section 544[b]"); see also *In re Chase & Sanborn Corp*, 55 BR 538, 539 (SD Fla, 1985) (bankruptcy court had jurisdiction to hear trustee's complaint alleging a fraudulent transfer under Florida statute, but was entitled to abstain from determining the issue under 28 USC 1334[c][1][3] in the interest of comity with state courts and out of respect for state law, thereby leaving the state court, which had concurrent jurisdiction, to decide the case). Indeed, in *RDM Holdings*, 281 Mich App at 710, this Court made clear that "'[t]he bankruptcy court has original but not exclusive jurisdiction over fraudulent transfer claims.'" *Id.*, quoting *In re Int'l Admin Services, Inc*, 211 BR 88, 95 n 4 (MD Fla, 1997).

Accordingly, the bankruptcy court here has original, but not exclusive, jurisdiction over any fraudulent conveyance action. There is no indication in the record that the bankruptcy court has expressly abstained from trying a fraudulent conveyance action. However, plaintiff's counsel expressed to the panel that the trustee, despite counsel's urging, declined to pursue any fraudulent conveyance claim. Therefore, the matter has never actually been before the bankruptcy court, such that it could exercise its authority to abstain or not abstain from hearing a fraudulent conveyance claim. We recognize that in *RDM Holdings*, 281 Mich App at 701, this

---

[2] "District courts may refer any or all such proceedings to the bankruptcy judges of their district[.]" *Stern v Marshall*, __ US __; 131 S Ct 2594, 2603; 180 L Ed 2d 475 (2011).

[3] 28 USC 1334(c)(1) provides that, except for a chapter 15 case, "nothing . . . prevents a district court in the interest of justice, or in the interest of comity with State courts or respect for State law, from abstaining from hearing a particular proceeding arising under title 11 . . . ." Under 28 USC 1441(a), in general, "any civil action brought in a State court of which the district courts of the United States have original jurisdiction, may be removed by the defendant or the defendants, to the district court of the United States for the district and division embracing the place where such action is pending." Further, pursuant to 28 USC 1452(a), in general,"[a] party may remove any claim or cause of action in a civil action . . . to the district court for the district where such civil action is pending, if such district court has jurisdiction of such claim or cause of action under section 1334 of this title."

Court concluded that a creditor has the right to petition the bankruptcy court for permission to initiate a fraudulent conveyance action, or to compel a trustee to prosecute a suit for a fraudulent conveyance, after the trustee has declined the creditor's demand to commence an action. It is unclear whether plaintiff took this step, but it does not appear to be the case, and now, according to plaintiff, the statute of limitations has expired relative to a trustee action based on fraudulent conveyances. Had plaintiff, a creditor in the bankruptcy proceedings, filed a petition with the bankruptcy court upon the trustee's refusal to pursue the matter, we would have a record upon which the court either declined or decided to exercise its original jurisdiction. Nevertheless, we find that the fraudulent conveyance claim can safely be remanded to the trial court for further proceedings without encroaching on the bankruptcy court's original jurisdiction. Defendants, if they choose to do so, can seek removal of the fraudulent conveyance claim to the bankruptcy court under 28 USC 1441(a) or 1452(a), in which case the bankruptcy court could exercise its original-jurisdiction authority to hear the case, formally abstain, or otherwise reject the removal request.[4] Additionally, absent a removal request, if events transpire in the bankruptcy case where, for whatever reason, the bankruptcy court comes to litigate the issue of fraudulent conveyances, defendants could seek dismissal in the state court or seek to stop collection on a possible state court judgment predicated on the fraudulent conveyance claim. We see no point in delaying a state court fraudulent conveyance action when nothing is currently occurring on the subject in the bankruptcy court, no fraudulent conveyance suit in the bankruptcy court appears to be on the horizon, and where there are procedural mechanisms that can be employed, referenced above, to avoid any infringement on the bankruptcy court's original jurisdiction. Again, the bankruptcy court does not have exclusive jurisdiction over the matter.[5]

Contrary to plaintiff's assertion, our position does not conflict with *RDM Holdings*, which merely determined that the plaintiffs there were barred by res judicata from bringing a state court fraudulent conveyance suit, where they could have pursued the matter in the bankruptcy court but failed to approach the trustee regarding a claim and failed to go over the trustee's head directly to the bankruptcy court. Here, res judicata is not implicated because the bankruptcy case remains pending and there has been no ruling on fraudulent conveyances. Further, plaintiff here did urge the trustee, unsuccessfully, to take action. The fraudulent conveyance claim could still potentially be heard by the bankruptcy court on a removal motion.

---

[4] Unless otherwise indicated in this opinion, we decline to address the possible state court ramifications of any substantive ruling by the bankruptcy court on a claim of fraudulent conveyances.

[5] We note that 28 USC 1334(e)(1) provides that "[t]he district court in which a case under title 11 is commenced or is pending shall have exclusive jurisdiction of all the property, wherever located, of the debtor as of the commencement of such case, and of property of the estate[.]" Because no action has been taken in the bankruptcy court by the trustee to recover Redford's assets supposedly conveyed or transferred unlawfully to Williams and/or DWW, any potential judgment entered in the state court action against defendants and accompanying collection efforts would not infringe on the bankruptcy court's exclusive jurisdiction over Redford's property in the bankruptcy estate.

Plaintiff has simply not sat on its rights like the plaintiffs in *RDM Holdings*, and the overriding question in this case concerns jurisdiction, not res judicata.[6]

Even if plaintiff could not pursue a fraudulent conveyance claim, nor even base its other causes of action on unlawful property transfers, we would still conclude that a successor liability[7] claim can be maintained against DWW, as well as a claim premised on an alter-ego or piercing-the-corporate-veil theory against Williams. With respect to a claim of successor liability, our Supreme Court in *Foster v Cone-Blanchard Machine Co*, 460 Mich 696, 702-703; 597 NW2d 506 (1999), observed that successor liability generally exists where a company is acquired through a merger or where a "'transferee corporation was a mere continuation or reincarnation of the old corporation.'" (Citation omitted.) The allegations in plaintiff's complaint and the testimony by Williams at his deposition support the theory that DWW was a mere continuation or reincarnation of the old corporation, even if fraudulent conveyances were not at play. We also find that the pending bankruptcy proceedings do not bar a successor liability claim, as evidenced by this passage from *RDM Holdings*, 281 Mich App at 708:

> We are not aware of any relevant Sixth Circuit precedent on whether a successor liability claim by a predecessor company against a successor company is considered property of the bankruptcy estate, so that a trustee could have pursued a claim in the bankruptcy proceedings. The analytical framework for addressing the successor liability claim is the same as used earlier in this opinion with respect to the corporate veil claim, in that 11 USC 704(a)(1) and 11 USC 541(a)(1) serve as the foundation of the analysis. However, we find it unnecessary to perform a review of Michigan law to determine if a predecessor company, if not yet defunct or dissolved, can sue a successor company. We cannot conclude with any level of confidence, for reasons discussed later in this opinion, that

---

[6] Plaintiff believes that the panel's treatment of *Hatchett v United States*, 330 F3d 875 (CA 6, 2003), in *RDM Holdings* precludes it from bringing the fraudulent conveyance claim. *RDM Holdings*, 281 Mich App at 694-695 n 10. However, plaintiff reads too much into the discussion of *Hatchett*, which was analyzed solely for purposes of examining that element of res judicata that requires a final decision on the merits. *Id.* *RDM Holdings* does not suggest that a state court lacks jurisdiction over fraudulent conveyance claims, nor that a state court cannot exercise its jurisdiction under circumstances such that exist here. Again, *RDM Holdings* expressed that a bankruptcy court has original but not exclusive jurisdiction over fraudulent conveyance actions. *Id.* at 710.

[7] We agree with plaintiff that a successor liability claim was not artfully pled. Indeed, there is no count labeled "successor liability." While the allegations may have been sufficient to reasonably inform defendants of a successor liability claim, MCR 2.111(B)(1), the claim was not stated "in a separately numbered count," MCR 2.113(E)(3). Nevertheless, an amendment of the pleadings to technically comply with MCR 2.113(E)(3) would be appropriate pursuant to MCR 2.116(I)(5) and MCR 2.118.

> plaintiffs could have pursued a successor liability claim in the United States Bankruptcy Court for the Eastern District of Michigan, Southern Division.[8]

Accordingly, we conclude that plaintiff can proceed with a successor liability cause of action against DWW. To be clear, given our ruling on the fraudulent conveyance count, plaintiff may pursue the successor liability claim premised on fraudulent asset transfers as well as other facts showing that DWW was a mere continuation or reincarnation of Redford.

With respect to piercing the corporate veil, plaintiff's BCA count embodied the theory. While the count focused on alleged unlawful property transfers under the BCA, plaintiff also alleged that Williams "failed to operate Redford Roofing as a separate legal entity." First, *RDM Holdings* makes abundantly clear that a debtor corporation's claim predicated on the theory that a corporate veil should be pierced under Michigan law cannot be sustained in a Chapter 7 bankruptcy case against the debtor corporation's shareholder. *RDM Holdings*, 281 Mich App at 704-707. This is because Michigan law only allows application of an alter-ego or piercing-the-corporate-veil theory when pursued by a third party, e.g., creditors, and the theories are not employed to permit a company to pierce its own veil in order to sue its own shareholders. *Id.* at 704-705. In other words, the bankruptcy trustee, standing in the shoes of Redford, could not sue Williams – Redford's shareholder – under an alter-ego or piercing-the-corporate-veil theory. The *RDM Holdings* panel held:

> Accordingly, trustee Shapiro, despite his testimony to the contrary, could not pursue an alter ego theory piercing Con-Lighting's corporate veil because such a claim was not "property of the estate" under Michigan law. Further, because Shapiro did not have the authority to proceed on a theory to pierce Con-Lighting's corporate veil, thereby making the issue of claim abandonment moot, plaintiffs themselves could not have pursued the claim on a derivative basis; nor does there exist an independent basis under the Bankruptcy Code for them to file such a claim against Con-Plastics. Therefore, for purposes of res judicata, it cannot be concluded that plaintiffs could or should have litigated the corporate veil claim in the bankruptcy proceedings. [*Id.* at 706.]

In *Rymal v Baergen*, 262 Mich App 274, 293-294; 686 NW2d 241 (2004), this Court discussed the theory of piercing the corporate veil, stating:

> For the corporate veil to be pierced, the corporate entity must be a mere instrumentality of another individual or entity. Further, the corporate entity must have been used to commit a wrong or fraud. Additionally, and finally, there must have been an unjust injury or loss to the plaintiff. There is no single rule delineating when a corporate entity should be disregarded, and the facts are to be assessed in light of a corporation's economic justification to determine if the corporate form has been abused. [Citations omitted.]

[8] The bankruptcy case here is also in the United States Bankruptcy Court for the Eastern District of Michigan.

Here, the allegations and Williams' testimony reflect that Redford was a mere instrumentality of and manipulated by Williams and that the corporate entity was used to commit a wrong (breach of contract), leading to a substantial judgment against Redford while shielding Williams from liability, which judgment was then effectively circumvented by Williams filing bankruptcy on behalf of Redford. Further, the allegations indicate that plaintiff suffered an unjust injury or loss, i.e., shoddy roofs needing repair and an uncollectible judgment. The claim does not necessarily require proof of a fraudulent conveyance. Once again, to be clear, given our ruling on the fraudulent conveyance count, plaintiff may pursue the piercing-the-corporate-veil theory under count I premised on fraudulent asset transfers as well as other facts showing that Redford was a mere instrumentality used by Williams to commit a wrong or fraud that caused injury or loss to plaintiff. We must emphasize, however, that if the fraudulent conveyance count is effectively removed to the bankruptcy court for resolution, the claims of successor liability and piercing the corporate veil, while remaining alive in the state court for trial, cannot be based on fraudulent conveyances. See *RDM Holdings*, 281 Mich App at 707 ("we will not permit plaintiffs to pursue any fraudulent transfer allegations . . . under the guise of a successor liability claim"). Again, the allegations and evidence support these claims sufficient to survive summary disposition even without consideration of any fraudulent conveyances.

Finally, assuming that the bankruptcy court were to ultimately render a ruling on fraudulent conveyances such that assets now held by Williams and DWW were returned to Redford for distribution to Redford's creditors, any judgment against Williams and DWW in the state court action based on successor liability or piercing the corporate veil could obviously not be satisfied from assets returned to Redford under the bankruptcy order.

The trial court erred in granting summary disposition in favor of defendants, and all of plaintiff's claims are ripe and appropriate for litigation in a Michigan state court. Accordingly, we reverse and remand for proceedings consistent with this opinion. We do not retain jurisdiction. Having fully prevailed on appeal, plaintiff is awarded taxable costs under MCR 7.219.

/s/ William B. Murphy
/s/ Kathleen Jansen
/s/ Donald S. Owens